

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON
(as Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under various
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking
judicial instruction and approval of a proposed
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

2011 CV 5988-WHP
SOUTHERN DISTRICT OF NEW YORK
CLERK'S OFFICE
10/31/2011 4:47 PM**MOTION TO ADMIT COUNSEL PRO HAC VICE**

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Heather Yue-Ling Fong, a member in good standing of the Bar of this Court, hereby move for Orders allowing the admissions *pro hac vice* of Thomas B. Hatch and Bruce D. Manning as counsel for the Federal Home Loan Bank of Pittsburgh, Intervenors in the above captioned action.

Applicant's Name: Thomas B. Hatch
Firm Name: Robins, Kaplan, Miller & Ciresi L.L.P.
Address: 800 LaSalle Avenue, Suite 2800
City/State/Zip: Minneapolis, Minnesota 55402
Phone Number: (612) 349-8206
Facsimile Number: (612) 339-4181
Email: tbhatch@rkmc.com

and

Applicant's Name: Bruce D. Manning
Firm Name: Robins, Kaplan, Miller & Ciresi L.L.P.
Address: 800 LaSalle Avenue, Suite 2800
City/State/Zip: Minneapolis, Minnesota 55402
Phone Number: (612) 349-8466
Facsimile Number: (612) 339-4181
Email: bdmanning@rkmc.com

Thomas B. Hatch and Bruce D. Manning are members in good standing of the Bar of the State of Minnesota. There are no pending disciplinary proceedings against either Thomas B. Hatch or Bruce D. Manning in any State or Federal Court.

Dated: October 28, 2011

Respectfully submitted,

By: Heather Y. Fong
Heather Y. Fong (HDF-4670)

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
601 Lexington Avenue
34th Floor
New York, NY 10022-1240
Tel: 212-980-7400

800 LaSalle Avenue
2800 LaSalle Plaza
Minneapolis, MN 55402-2015
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of
Pittsburgh*

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**DECLARATION OF HEATHER Y. FONG IN SUPPORT OF
MOTION TO ADMIT COUNSEL PRO HAC VICE**

Heather Yue-Ling Fong declares and states pursuant to 28 U.S.C. § 1746 as

follows:

1. I am a duly licensed attorney admitted to practice in the State of New York and the United States District Court for the Southern District of New York. I am a member in good standing of the Bar of the State of New York and I am in good standing with this Court.

2. I am a member of the Business Litigation Group of the firm of Robins, Kaplan, Miller & Ciresi L.L.P., attorneys for Intervenor Federal Home Loan Bank of

Pittsburgh ("Pittsburgh FHLB") in the above captioned action. I am familiar with the proceedings in this case.

3. I make this statement based on my knowledge of the facts set forth herein and in support of the Motion to admit Thomas B. Hatch and Bruce D. Manning as counsel *pro hac vice* to represent Respondent Pittsburgh FHLB in this matter.

4. Thomas B. Hatch and Bruce D. Manning are partners of the law firm Robins, Kaplan, Miller & Ciresi L.L.P.

5. I have known and worked with Mr. Hatch and Mr. Manning since I joined Robins, Kaplan, Miller & Ciresi L.L.P. in March 2010 and I am familiar with their practices.

6. Mr. Hatch and Mr. Manning are skilled attorneys and persons of integrity. They are experienced in Federal practice and are familiar with the Federal Rules of Civil Procedure.

7. As evidenced by the Certificate of Good Standing annexed to Mr. Hatch's Affidavit (attached hereto as Exhibit A), Mr. Hatch has been an active member in good standing of the Bar of the State of Minnesota since October 31, 1983.

8. As evidenced by the Certificate of Good Standing annexed to Mr. Manning's Affidavit (attached hereto as Exhibit B), Mr. Manning has been an active member in good standing of the Bar of the State of Minnesota since October 26, 2001.

9. Accordingly, I am pleased to move for the admissions of Thomas B. Hatch and Bruce D. Manning, *pro hac vice*.

10. I respectfully submit a proposed order granting the admission of Thomas B. Hatch, *pro hac vice*, which is attached as Exhibit C, and a proposed order granting the admission of Bruce D. Manning, *pro hac vice*, as Exhibit D.

WHEREFORE, it is respectfully requested that the motion to admit Thomas B. Hatch and Bruce D. Manning, *pro hac vice*, to represent Intervenor Pittsburgh FHLB in the above captioned matter, be granted.

Dated: October 28, 2011 Respectfully submitted,

Respectfully submitted,

By: Heather Yau Fung Fong
Heather Y. Fong (HF-4670)

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
601 Lexington Avenue
34th Floor
New York, NY 10022-1240
Tel: 212-980-7400

800 LaSalle Avenue
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Tel: 612-349-8500

Attorneys for Intervenor Federal Home Loan Bank of Pittsburgh

UNITED STATES DISTRICT COURT
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ECF Case

DECLARATION OF THOMAS B. HATCH

Thomas B. Hatch declares and states pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney from the law office Robins, Kaplan, Miller & Ciresi L.L.P.
2. I submit this Declaration in support of my admission *pro hac vice* to appear

as counsel for Intervenor Federal Home Loan Bank of Pittsburgh.

3. As evidenced by the Certificate of Good Standing annexed hereto, I am a member in good standing of the Bar of the State of Minnesota.
4. There are no pending disciplinary proceedings against me in any State or Federal court.

WHEREFORE, I respectfully request that I be permitted to appear as counsel *pro hac vice* in this matter.

Dated: October 28, 2011

Respectfully submitted,

By: Thomas B. Hatch
Thomas B. Hatch

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
601 Lexington Avenue
34th Floor
New York, NY 10022-1240
Tel: 212-980-7400

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Minneapolis, MN 55402-2015
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of
Pittsburgh*

82588109.1

STATE OF MINNESOTA
IN SUPREME COURT

Certificate of Good Standing

This is to certify that the following lawyer is in good standing.

THOMAS B HATCH

was duly admitted to practice as a lawyer and counselor at law in all the courts of this state on

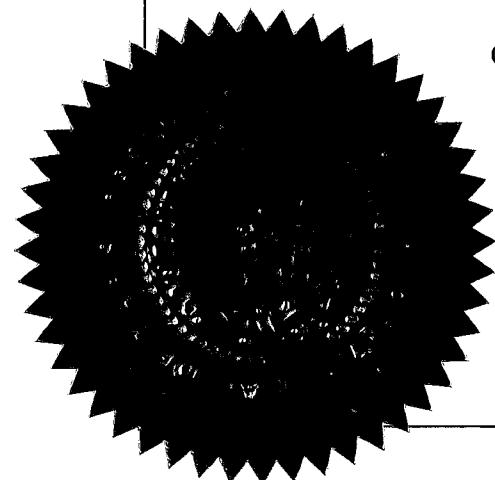
October 21, 1983

Given under my hand and seal of this court on

October 25, 2011

Bridget C. Gernander

Bridget C. Gernander
Clerk of Appellate Courts



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ECF Case

DECLARATION OF BRUCE D. MANNING

Bruce D. Manning declares and states pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney from the law office Robins, Kaplan, Miller & Ciresi L.L.P.
2. I submit this Declaration in support of my admission *pro hac vice* to appear

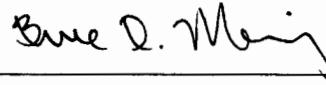
as counsel for Intervenor Federal Home Loan Bank of Pittsburgh.

3. As evidenced by the Certificate of Good Standing annexed hereto, I am a member in good standing of the Bar of the State of Minnesota.
4. There are no pending disciplinary proceedings against me in any State or Federal court.

WHEREFORE, I respectfully request that I be permitted to appear as counsel *pro
hac vice* in this matter.

Dated: October 28, 2011

Respectfully submitted,

By: 
Bruce D. Manning

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
601 Lexington Avenue
34th Floor
New York, NY 10022-1240
Tel: 212-980-7400

800 LaSalle Avenue
2800 LaSalle Plaza
Minneapolis, MN 55402-2015
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of
Pittsburgh*

82588166.1

STATE OF MINNESOTA
IN SUPREME COURT

Certificate of Good Standing

This is to certify that the following lawyer is in good standing.

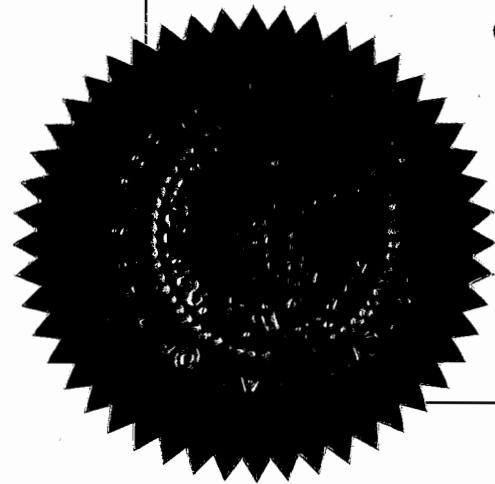
BRUCE DAVID MANNING

was duly admitted to practice as a lawyer and counselor at law in all the courts of this state on

October 26, 2001

Given under my hand and seal of this court on

October 21, 2011



Bridget C. Gernander

Bridget C. Gernander
Clerk of Appellate Courts

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ECF Case

[PROPOSED] ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION

Upon the motion of Heather Y. Fong, counsel for Intervenor Federal Home Loan
Bank of Pittsburgh in the above captioned case, and said sponsor attorney's declaration
in support; IT IS HEREBY ORDERED THAT

Thomas B. Hatch
Robins, Kaplan, Miller & Ciresi L.L.P.
800 LaSalle Avenue, Suite 2800
Minneapolis, Minnesota 55402
Phone: (612) 349-8500
Fax: (612) 339-4181
Email: tbhatch@rkmc.com

is admitted to practice *pro hac vice* as counsel for Respondent Federal Home Loan Bank
of Pittsburgh in the above captioned case in the United States District Court for the

Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

So Ordered: New York, New York
October ___, 2011

United States District Judge

82566405.1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Hon. William H. Pauley

ECF Case

[PROPOSED] ORDER FOR ADMISSION *PRO HAC VICE* ON WRITTEN MOTION

Upon the motion of Heather Y. Fong, counsel for Intervenor Federal Home Loan
Bank of Pittsburgh in the above captioned case, and said sponsor attorney's declaration
in support; IT IS HEREBY ORDERED THAT

Bruce D. Manning
Robins, Kaplan, Miller & Ciresi L.L.P.
800 LaSalle Avenue, Suite 2800
Minneapolis, Minnesota 55402
Phone: (612) 349-8500
Fax: (612) 339-4181
Email: bdmanning@rkmc.com

is admitted to practice *pro hac vice* as counsel for Intervenor Federal Home Loan Bank of
Pittsburgh in the above captioned case in the United States District Court for the

Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

So Ordered: New York, New York
October ___, 2011

United States District Judge

82566519.1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CERTIFICATE OF SERVICE

I hereby certify that on October 28, 2011, I caused the following documents:

1. Motion to Admit Counsel *Pro Hac Vice*;
2. Declaration of Heather Y. Fong in Support of Motion to Admit Counsel *Pro Hac Vice*;
3. Certificates of Good Standing for Thomas B. Hatch and Bruce D. Manning;
4. [Proposed] Order for Admission *Pro Hac Vice* on Written Motion (for Thomas B. Hatch);
5. [Proposed] Order for Admission *Pro Hac Vice* on Written Motion (for Bruce D. Manning); and
6. Certificate of Service

to be filed with the Clerk of Court by U.S. Mail, and served by email on the following:

- **Sheila Canavan**
canavansheila@citlink.net
- **Owen L. Cyrulnik**
ocyrulnik@graisellsworth.com,lwilson@graisellsworth.com,aatlas@graisellsworth.com,sviafore@graisellsworth.com
- **Mauricio Alejandro Espana**
mauricio.espana@dechert.com,nycmanagingclerks@dechert.com
- **Steven Sanford Fitzgerald**
sfitzgerald@wmd-law.com
- **Keith Martin Fleischman**
kfleischman@fleischmanlawfirm.com,hta@fleischmanlawfirm.com,canavansheila@citlink.net,jpark@fleischmanlawfirm.com
- **Hector Gonzalez**
hector.gonzalez@dechert.com,nycmanagingclerks@dechert.com
- **Gary A. Gotto**
ggetto@krplc.com
- **David J. Grais**
dgrais@graisellsworth.com,ocyrulnik@graisellsworth.com
- **Rachel Allison Gupta**
rgupta@ambac.com
- **Christopher James Houpt**
choupt@mayerbrown.com,jmarsala@mayerbrown.com
- **Scott A. Humphries**
shumphries@gibbsbruns.com
- **Matthew D. Ingber**
mingber@mayerbrown.com,jmarsala@mayerbrown.com
- **Beth Ann Kaswan**
bkaswan@scott-scott.com,efile@scott-scott.com,aslaughter@scott-scott.com
- **Derek W. Loeser**
dloeser@kellerrohrback.com,chopkins@kellerrohrback.com,kpeterson@kellerrohrback.com

- **Robert J. Madden**
rmadden@gibbsbruns.com
- **John G. Moon**
jmoon@mw-law.com
- **Kathy Dawn Patrick**
kpatrick@gibbsbruns.com
- **David Steven Preminger**
dpreminger@kellerrohrback.com, esiegel@kellerrohrback.com, dwilcher@kellerrohrback.com
- **Daniel M. Reilly**
dreilly@rplaw.com
- **Michael Andrew Rollin**
mrollin@rplaw.com, aromanelli@rplaw.com, cpurdy@rplaw.com
- **Max Raphael Schwartz**
mschwartz@scott-scott.com, efile@scott-scott.com
- **Justin M. Sher**
justin.sher@sherllp.com
- **Syncora Guarantee Inc.**
james.lundy@scafsg.com
- **Peter Nicholas Tsapatsaris**
petertsapatsaris@quinnemanuel.com, peter@pntlaw.com
- **Kenneth E. Warner**
KWarner@WarnerPartnersLaw.com
- **Amy C. Williams-Derry**
awilliams-derry@kellerrohrback.com, bspangler@kellerrohrback.com, jdillman@kellerrohrback.com
- **Scott Alan Ziluck**
sziluck@halperinlaw.net

Dated: October 28, 2011

Respectfully submitted,

By: Heather Y. Fong
Heather Y. Fong (HF 4670)

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*Attorneys for Intervenor Federal Home Loan Bank of
Pittsburgh*

82578963.1